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JESSICA & HEIDI



CAILEY

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SAYS 'CHEESE'
AND F*CK ME
NOW PLEASE**

**KRISTAL
IS SCREWED AGAIN**

**AUDREY
& TIFFANY
& OTTO
KINKY & FUNKY
SIZZLING 3-WAY**

**DESTINY
BANGING IN
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40+

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CAILEY



HEIDI & JESSICA

40+



**AUDREY &
TIFFANY**



DESTINY



SIMONE



NADIA



KRISTAL

REINVENTED

*They say that 40 is the new 30.
I really don't care. Do you?
Look at me. A year ago I was
selling cheese in Wisconsin with
a hairy bush and a minivan.
Now, I'm an all new person
ready to take on the world.
Say that you're ready for
me and more like me?*

40+

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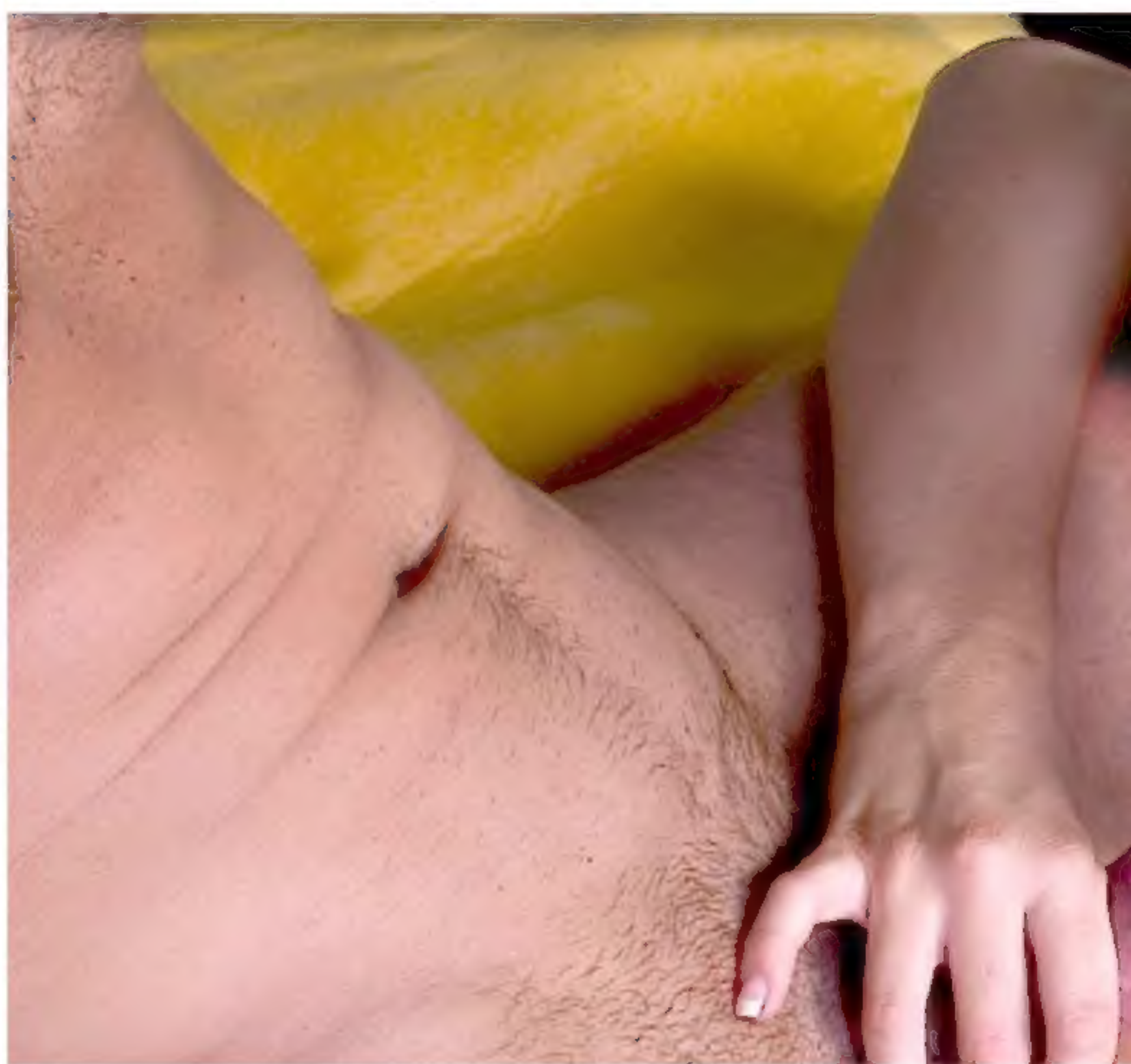
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I've begun volunteering at a local clinic as a doctor's aide. We see all types in here and once in a while a yummy stud-boy will come in. That's when I really get to work. Come in here, young man, strip and bend over.

CADLEY
& GRANT



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Cailey Taylor





There are days when it just pays to come to work. Like when these young studs come in and I get to service them. There's nothing like making a big, ailing cock feel better; and then that cock makes me feel better. I heartily suggest that if you have time to volunteer, do so. The pay ain't much, but the benefits can be quite large (pun intended).

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The Lorenzee

Diamond Vibe



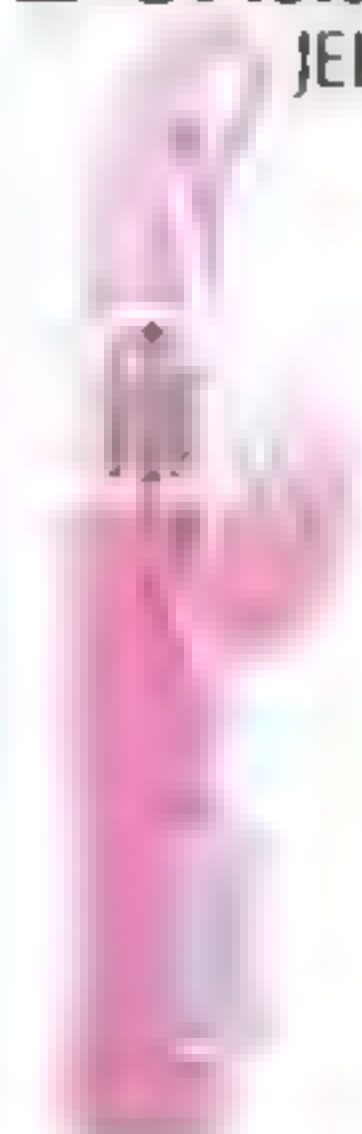
8 Speeds • Phthalate Free
Made from ABS materials
138mm (5.43in)

The ALEXANDRA



Double Detachable Ball and Single
Ball • Silicone • Phthalate Free
114.3mm (4.5in) Balls

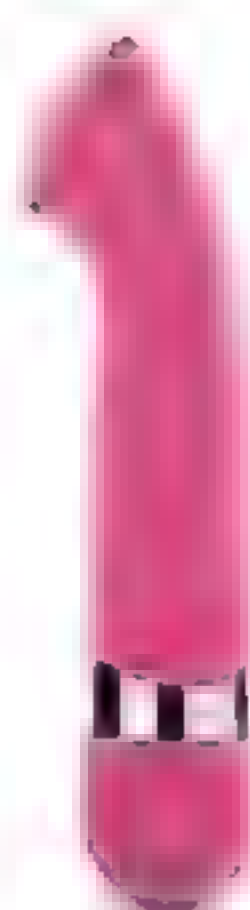
THE Donatella JELLY G



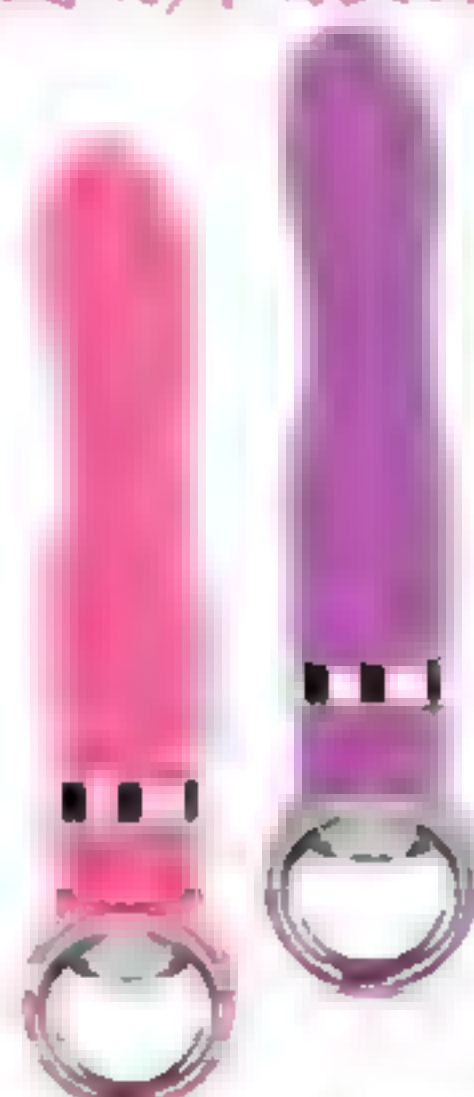
Phthalate Free
262mm (10.31in)

THE EMILY BIG G-SPOT

10 functions • Phthalate
Free • Made from ABS with
velvet soft touch surface
172mm (6.77in)



The Christiane Soul



10 functions • Phthalate
Free • Made from ABS
with soft rubber coating
177.8mm (7in)

THE CARRIE B. SLIM G



THE CARRIE B. TWISTER

12 functions • Phthalate Free
Made from ABS materials
175mm (6.89in)

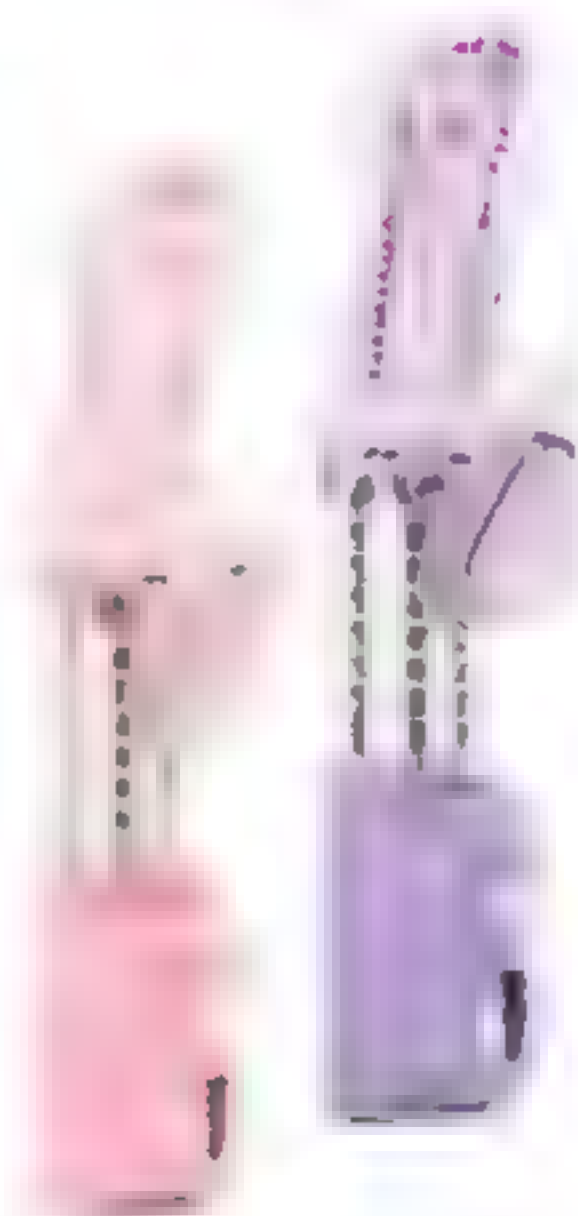
THE STELLAH OBSESSION



10 functions • 15 Meter Remote
Range • Phthalate Free Egg made
from ABS material with Silicone body,
Remote made from ABS material
88.9mm (3.5in)

Closet COLLECTION

the roberta pleaser



THE JIMMEE LIGHTNING ROD

Bullet: 7 function • Toy: 1 function
with 6 speed • LED lighting function
Phthalate Free • Made with ABS and
TPR material
247mm (9.72in)

10 functions • Phthalate Free
• Made from Silicone and
ABS materials • Handle
made from ABS
170mm (6.69in)

THE DULCE BUNNY

10 functions • 4 buttons
Phthalate Free • Made from
ABS with silicone coating
148mm (5.83in)

- QTY.
- ___ StellaH - obsession - pink/black \$54
 - ___ StellaH - obsession - turquoise/ black \$54
 - ___ Roberta - pleaser - fuchsia \$62
 - ___ Dulce - bunny - turquoise \$56
 - ___ Dulce - bunny - pink \$56
 - ___ Alexandra - benwa balls - lavender \$42
 - ___ Christiane - soul - pink \$42
 - ___ Christiane - soul - purple \$42

- QTY.
- ___ Donatella - jelly g - lavender \$66
 - ___ Jimmee - lightning rod - purple \$81
 - ___ Jimmee - lightning rod - pink \$81
 - ___ Lorenzee - diamond vibe - pink \$38
 - ___ Lorenzee - diamond vibe - purple \$38
 - ___ Carrie B - slim g - pink \$36
 - ___ Carrie B - twister - pink \$36
 - ___ Emily - big g-spot - fuchsia \$47

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FANTASIES FOR SALE

*I used to be a shy and innocent girl
who didn't even know the facts of life.
I got over that pretty quickly and now
I'm all about the facts of life.*

EROTIC FILM GUIDE

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**JESSICA
& HEDI**

Good heavens, there's a red vibrator in my mouth and a half-naked girl sitting on my back. Don't you wish I would do something with it and with her. We'll I'm going to and you get to watch. Jessica, bring your pussy over here. I'm ready for you.



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I love the way Jessica plays with me. There's no hesitation and no preservation. If I say I want my pussy licked, she'll lick it, and then some. And I like licking hers just as much. And when we bring in our favorite dildos and vibes, well, that's a party. Hope you had as much fun watching as we had doing!

800-289-6725
18 + only.

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Jessica Bangkok
Heidi Wayne

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DO I LOOK THE PART?

*I'm rich, single and looking for sex.
I get invited to all the right parties,
have a boatload of cash and live
the life of a rockstar's groupie.
You got the balls to check me out?*

50+

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SIMONE & ARBI



I've been dying to have some new photos taken for my Facebook page and my friend Arbi has agreed to take them. After some wonderful head shots, I asked him to take some nudes of me that I could send to my new boyfriend. He told me the headshots were for free, but the nudes would have to be paid for. I couldn't wait to get naked!



A close-up, high-resolution photograph of a woman's face. She has dark, wavy hair pulled back, revealing her forehead. Her eyes are a striking light green or hazel, looking directly at the camera with a slight, enigmatic smile. Her skin is fair, and her lips are a soft pink. The background is out of focus, showing hints of a blue and white patterned surface.

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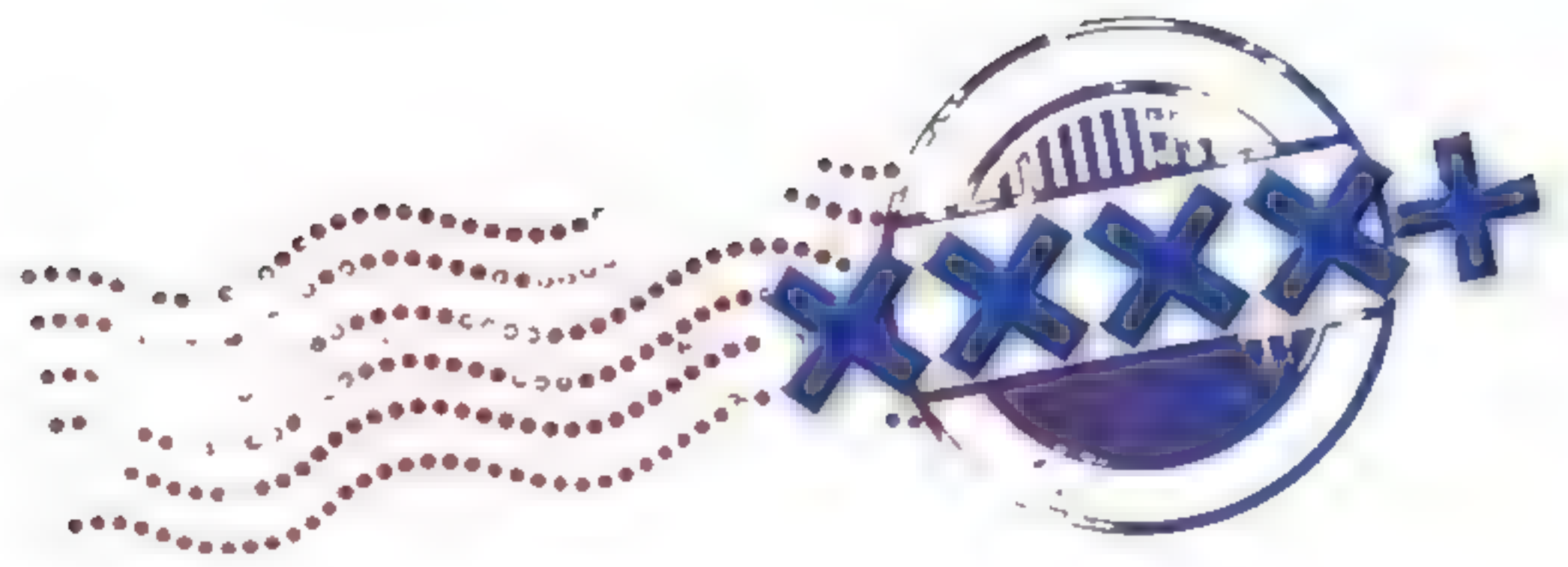


A close-up photograph of a woman with dark hair looking upwards with her mouth open. A hand from the left is holding a large, oversized, translucent condom, positioning it to be placed into her mouth. The background is a plain, light-colored wall.

It had been a while since I popped Ato, and will be longer since I've now got me a boyfriend. I don't remember his cock being so large. I guess he's been working it out. But I love it. It's much bigger than my new guy's is, so I'm going to make the most of it right now.

800-587-5223

that he over 18 to call



40+ #41

Dear 40+,



You had me eating my heart out with the likes of Nadia in your issue of 40+ with her on the cover. Did you guys check her ID to be sure she was of age? But then, it really doesn't matter because a fine woman like that is for all the ages. She is hot. She is beautiful. She is sexy. She loves to fuck. Now if you would only tell us if she cooks, we'd be in pussy heaven. Well, can she?

— Joe, Buffalo

Breaking up is always hard to do. But breaking up with your woman because your job transfers you and she can't, or won't, go is something else. That happened to me when I was transferred from a great cushy job in St. Louis to Seattle and Lexi decided she would not go.

We had been together for three years. I'm forty-four and she's ten years younger. Everything about our lives together was going great, until this. I told my company I did not want to go, but

part of my contract allowed them to transfer me for whatever reasons they chose. Or lose my job. For a month Lexi and I debated the pros and cons of the move. I even looked at jobs in St. Louis and even nearby cities like Kansas City, Louisville, even Chicago just to be near her, but there really wasn't anything worthwhile. Not compared to what I was offered to relocate to Seattle and take over the office there.

Fast forward two and a half months since I had left Lexi in St. Louis, I had settled into the routine in Seattle and while we spoke a couple times, it was not a great parting of the ways. I have met a new woman that I have grown fond of and even had a little sex, but I always drift back to thinking and jerking off to thoughts of Lexi. It was time to report back to the head office and I jumped on a plane that weekend to be in the office on Monday morning. I did not call, email or text Lexi that I was coming. I had not even decided to visit her.

I landed at Lambert Airport some four hours later, grabbed a cab to the Marriott near the office and spent a sleepless night thinking about Lexi. The next morning I grabbed a coffee and some eggs at the hotel cafe and decided I would go to her place. What could happen. She may not be home; she may be with someone else; or she may have moved. How would I feel when I saw her again. I knew I still wanted her, but how does she feel now, almost three months later? Would she still want me?

I asked the doorman at the hotel to hail me a cab and twenty minutes later I was standing at the front door of Lexi's apartment. I rang the doorbell and a few seconds later Lexi opened the door and almost fainted from the shock of seeing me. She let out a shriek of excitement she jumped on me and gripped me in a warm embrace. She hadn't changed a bit and still looked every bit as hot as she did when I left. I gently let her down and held her at arm's length. "Lexi, you look amazing. It's so great to see you again."

She dropped her head a bit and pulled me into her apartment saying, "I've been okay. The months have gone by slowly since you left. I wish you would have kept in touch more."

"I know, baby, I'm sorry. It's been tough to adjust to the job and to life without you. I still wish you would have come." I did the only thing I could think of and mumbled. "I didn't think you wanted to talk to me after I left. It seemed like you wouldn't want to talk to me anymore."

She invited me into the living room and I sat on the sofa that I had sat on so many times before.



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The same sofa we fucked on many a night, and day. I moved my hand over it reminiscing those times and her naked body next to mine.

She was dressed in an oversized t-shirt that covered her bottom. It was her familiar home clothes. Sometimes she wore bottoms, sometimes she didn't. We talked for a while catching up. She told me she too got more involved with her work and been working longer hours. She was going to work on some things tonight, right after her laps in the pool. Jumping up off the sofa, she asked if I wanted to do some, too.

I told her I didn't have anything but the cargo shorts that I was wearing and the, admittedly, tacky Hawaiian shirt I was wearing. I sat up and she unbuttoned my shirt, looking into my eyes. Then she undid my pants and dropped them to the floor. I followed Lexi out to the pool area in just my underwear and found a couple chairs at the side of the pool. She pulls up her t-shirt revealing a cute red string bikini that I had not seen before, and threw it on the chair. Grabbing my arm, we head to the edge and jump in. We splashed around like kids for almost an hour. I had not been in a pool for quite a while and my skin was starting to shrivel up.

We finished and headed back to the chairs and the towels. We dried off and I sat down reclining back to warm up. Lexi throws her towel on her chair and comes over and straddles me, kissing me and running her hands through my hair. I didn't know what to do. I now had a girlfriend and this girl was my ex. If I kept making out with her, I didn't know how I could ever face my new girlfriend again. Yet, the swell in my boxers was now rock hard and I couldn't deny the fact that I wanted to kiss Lexi. I began fighting her tongue with mine and rubbing my hands up and down her back. Lexi pulled back for a moment and sat up on the edge of the

beach chair; I gave her a questioning look and she responded by pulling the strings of her bikini and letting her breasts hang out for my eyes to see. I sat up and pulled her close to me, kissing her passionately again while feeling her breasts. This began to produce small moans from her as I began to kiss her neck.

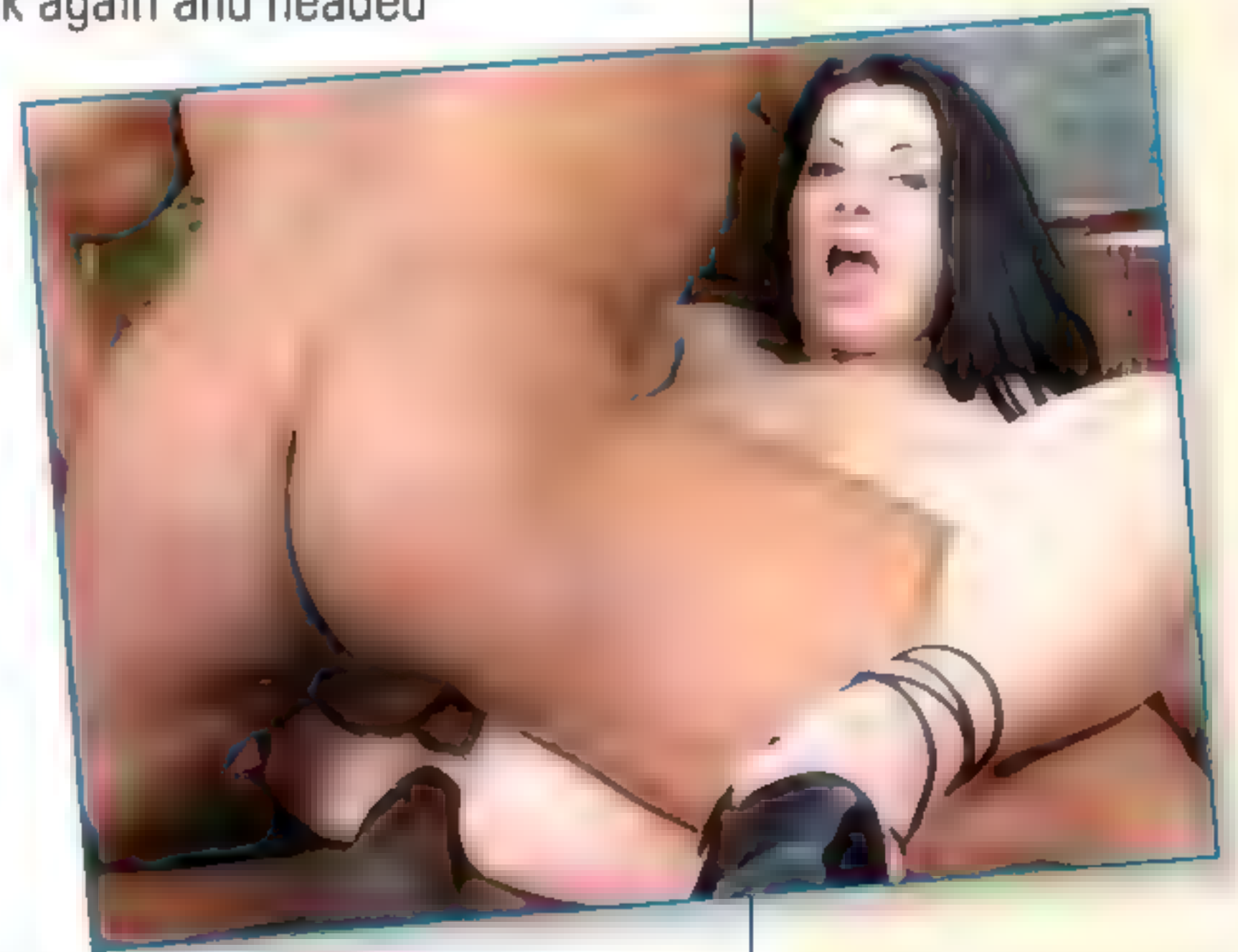
She got off me, grabbed the towels and her t-shirt and pulled me back into her apartment. My mind went crazy as I tried to process what was happening. She told me she loved me and wanted me to have my way with her. Lexi led me to the sofa we had made love on so many times before and I got on top of her and began to kiss her neck again and headed

south until I reached her breasts. I cupped one with one hand and took the other in my mouth and began to suck and lick it. A moan of affirmation spurred me on and I continued to massage and kiss her breasts until I headed down towards her most private area.

I licked a path down between her breasts, past her stomach and when I reached the top of her bikini bottom, I slowly slid it off her and took a look for what seemed to be the first time at her pussy. It was bare of hair, inviting and I knew I wanted it. I spread her legs and began to enthusiastically lick her pussy. I continued to lick and slowly began to slide a finger in and out of her tight little pussy. By this time she was moaning and that spurred me on to lick and

40+ #41

I'm writing because I'm trying to break out of my shell. I'm 48 years old and sometimes I feel like every year of it. Most of the love I've made has been in the missionary position with very conservative white men. So when I open your magazine and see two black guys fuck-



ing a white woman, I get incredibly aroused. I cannot take my eyes off her and her private parts being fucked by those loarche cocks. I have never done a three-way or ever done it with a black man but I've decided that I'm going to do it. They are both on my bucket list!

— Elaine K., Boston

finger her pussy faster until her body shuddered violently and she arched her back into a mind blowing orgasm. After a minute she regained her composure and gave out a little laugh. She patted the empty space on the sofa next to her and I didn't need any more urging. I quickly switched places with her and pulled down my boxers letting my rock hard cock out of its cloth cage. She giggled and quickly got on her knees and grasped my cock. She began to pump it and I felt as if I would blow within seconds so I tried to hold off as she slowly licked up and down my shaft until finally she granted my cock entrance to her hot mouth. As she took the head of my cock in her mouth she continued to pump my cock until I could not hold off any longer. I shot loads of cum deep into her mouth and she swallowed it all, something she was not all that willing to do before.

She licked the remaining cum off her lips and without a word grasped my still hard cock and repositioned herself so her pussy was lingering just inches above my eager dick. She let herself down slowly onto my cock pushing past her labia and I found my cock getting harder again. After a few seconds of feeling me inside her, she began to slowly move herself up and down on my cock. The fact that I had just come a few moments ago let me survive the onslaught of pleasure that her tight little canal was causing me. Lexi began to moan as I began to move my hips in unison with her downward thrusts, sending my cock deep into her pussy. Within a couple minutes I felt my balls start to tighten and I began to thrust harder deep into her pussy as she began to shudder in orgasm once again. I kept up my thrusts until I shot more cum deep into her pussy. My now shriveling dick slid out of her pussy as I pulled her closer to me and kissed her passionately. She collapsed on my chest and our sweaty bodies stuck together in the after-lust.

We got up a half hour later and took a shower together, something we had not done since early in our relationship. She made dinner for us that night and we went out for drinks, just like we were on a date.

She drove me back to the hotel that night and I invited her up. She obliged and we fucked all night long. The next day is Sunday and we never left the hotel room until the next morning when I had to go into the head office.

I left St. Louis and Lexi even more confused than ever. We stayed more in touch and I even planned more trips back to headquarters than were necessary, but for me they were.

— Robert, Seattle

To the editor:

I know I'm not the best looking man in the world but I have a way with women. When I'm looking for some company, I'll go to a bar and approach the first woman I see. "Hey baby how about a date." She'll usually smack me and walk away. Then I'll approach a woman sitting alone at a table. "Hi there, how about a date." She'll tell me to away. Then I see this marvelous creature at the end of the bar and say, "How about we have us a good time." Then she says, "Sure lets go to my place!" After we get done having the worst sex she has probably ever had, she asks me for \$500. I look at her and say, "This is when you pay me to leave and never come back!" Works every time.

— Ramone, L.A.

The women in your magazine is what it means to be alive.



They are hot. They are the type of women I dream about, and jerk off to. Keep it up so I can keep it up. I really like the two ladies doing each other. It's like a double treat on one page.

— Phillip B.

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STOP STARING

*And go get your checkbook!
I have six cats, a mortgage, car
payments, credit card debt,
and a mother that likes to
play bingo every Wednesday,
so I have to pose naked in
this magazine just so you
can get your rocks off looking
at my huge delicious boobs.*

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KRISTAL & BEN

Hi everyone. I'm here in Malibu taking in the sun on this fine morning. In a little while, my friend Ben will be coming over so we can go surfing. He promised me that for my 42nd birthday. But today is his birthday and I promised him a wonderful fuck.









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Kristal
Summers







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and my first time. I was
feeling everything. I
could have the best of
he'd bring a bottle of
and a bottle of
which ring. I loved it.
looking for the camera. I
have to get my best side,
my best hair and my hun-
gry mouth looking down
that huge hole of my

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**NADIA
& BILLY**

Have a look guys. You like my ass? Wanna see it get fucked? Wanna see a big ol' cock shoved deep into it. But before that happens, I'm going to suck that cock until it gets rock hard and as big as it can. Only then will it go into my tight little ass.



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Vadua
Vice



A close-up photograph of a woman with dark, wavy hair. She is looking directly at the camera with a neutral expression. A pink, bullet-style vibrator is held in her mouth, with its long, thin shaft extending downwards. The background is blurred, showing what appears to be a wooden surface.

Oh yeah, that felt so
damn good. So damn
tight in my asshole.
We didn't even bother
with my pussy. It was
my ass that needed
it today. I don't do it
often, but when I do,
it feels so good. So
naughty. So tasty!

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she works hard for the money

In the service area was the new guy. His back was to her as he tied his apron around his waist. Turning around, he wasn't at all what she was expecting.

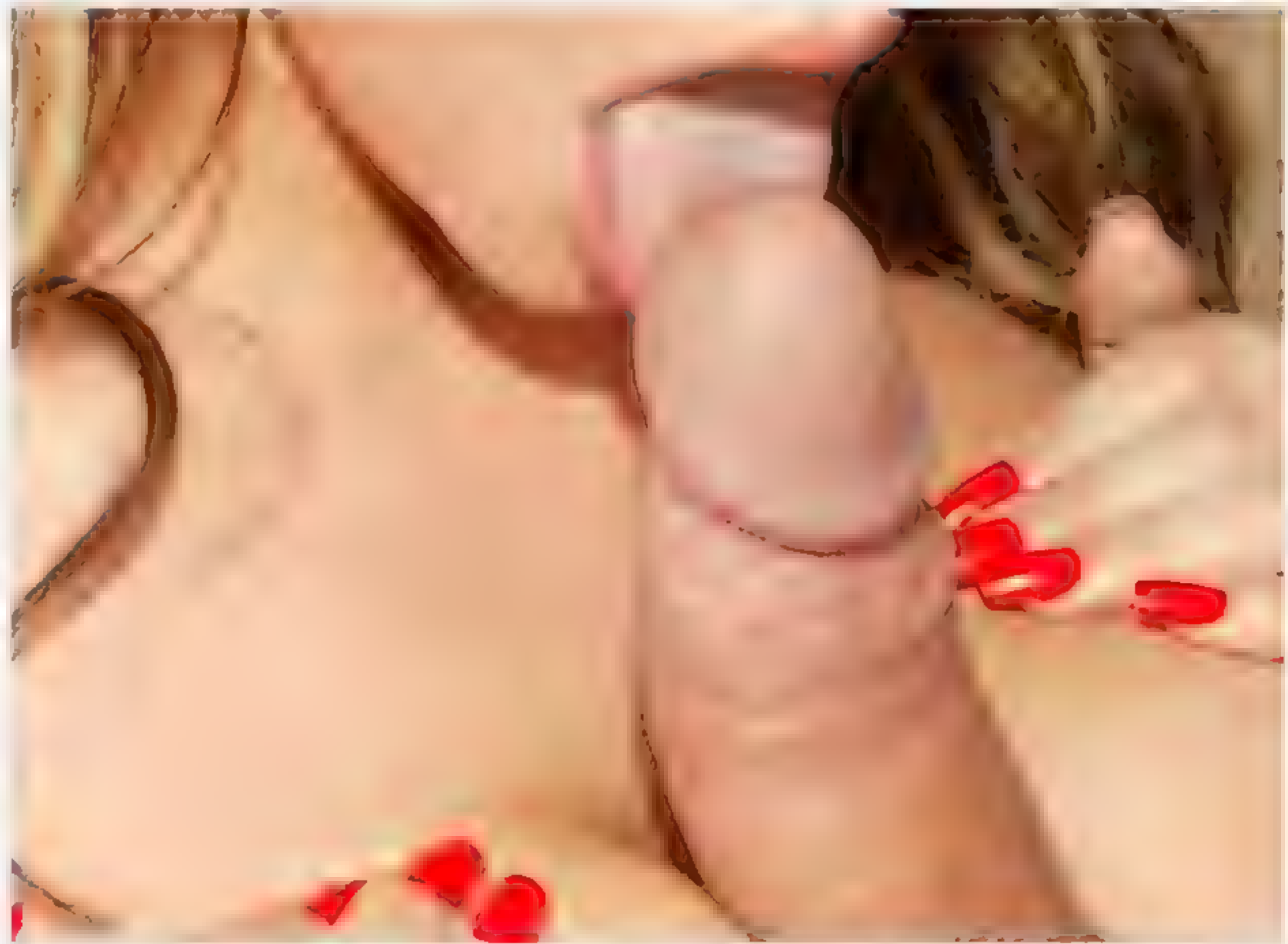
She's been waitressing for twelve years here at the Red Griddle. She's seen thousands of customers come and go. There have been hundreds of menu changes, good tips and lousy tips. She's raised a couple kids in this time and maintained a sexy, well-toned body due to the constant movement and watching what she eats. There's even been a robbery or two. It's another weekend as Sarah wiped the sweat from her brow and touched the pencil to the pad. The two men sitting at booth #4 could not make up their mind, and she was getting really impatient, but she bit her tongue and waited for their order.

The guy closest to her said he could not decide. The other guy needed a minute more. Now that's not unusual except they've been sitting there for a half hour and this was her fifth trip over there. Sarah had to force herself from tapping her foot against the wood floor. She rubbed her palms on her apron as the sweltering heat made her uncomfortable. The air conditioning was on the blink again, and every time she walked to the kitchen it was like walking into hell. Finally, the guy ordered, and she scribbled it down hurriedly, and went to fill another customer's coffee cup. Two waitresses short, unbearable heat, and a lecherous boss were really weighing her down. The sweat from her neck had fallen down her chest between her breasts, half tickling and half itching. She dare not scratch for fear that her boss would make some comment about health or something of a sexual nature. She cringed at the thought and went back to her customers.

Sarah's uniform began to cling to her skin. As she walked, she felt her panties cling uncomfortably to the folds between her legs. Her manager, Jerome, pulled her aside, and told her that her tables were being taken care of. He needed her to train a newbie, and show

him the ropes. Sarah was not thrilled with the idea of having to be pleasant to one more person. However, she was sort of relieved that there was one more person on the shift. Then she realized that she was going to have to cover his mistakes as well as her own duties. Grudgingly she agreed and walked away.

In the service area was the new guy. His back was to her as he tied his apron around his waist. Turning around, he wasn't at all what she was expecting. He was about two inches taller than she was, and bore



a bright smile. She wondered how he could be so relaxed and polite in this heat. She knew that that would change after a week or two here. Nonetheless, she introduced herself. "I'm Sarah," she said. "I'm Brian. Nice to meet you," says he.

She took him out to the front of the house and showed him how the stations were numbered. How the tables needed to be set up and other details. After two and a half hours of working close together, she was finally

Brian went with it, not saying a word, letting his senses take it all in as his brain tried to process the situation he was in. She shuffled some more cans around on the upper shelves.

having fun. Instead of Brian turning sour because of the heat, Sarah was actually getting into her work again. His humor was infectious, and she had started laughing out loud, and even started telling her own jokes. She really liked him now, and had all but forgotten about the heat.

Three weeks into his job, Sarah was finding Brian more and more attractive. Once, he bent over to get something from under a shelf, and she started to reach out to caress his ass before stopping herself in sur-

“Brian, there is one other place that you should know intimately,” she said. He raised an eyebrow; some of their jokes had risen to a sexual nature, so she blushed at the implication. “The stockroom.” She smiled as his eyebrow fell, but the joke did not go unshared. They headed back to the stockroom and entered inside.

They stopped inside and Brian looked around at all the things in it. Sarah starts, “Down here,” she said as she bent down, “are where all the large cans go.” She looked up at him from her kneeling position, and

swallowed hard. Pressed close together between the metal shelving, and from her vantage point, she could see that he was rock hard. She decided to do a little teasing. She started moving the cans around on the bottom shelf with one hand, and with the other she undid a couple of buttons on her uniform blouse. She turned back up, and continued talking. “And over here,” she said as she stood up. As she did, she ran her long fingertips along the bulge in his jeans. She moved on down the line, as if nothing had happened, but she swore she heard a small gasp from Brian. She smiled to herself. Work can be fun, she thought, and stifled a giggle. Brian went with it, not saying a word, letting his senses take it all in as his brain tried to process the situation he was in. She shuffled some more cans around on the upper shelves.



prise. She chided herself for what she was about to do, but she rationalized by saying that she couldn't help herself. For most of the rest of the shift, they had brushed against each other many times because of the close quarters, and not always by accident. She even noticed that the sweat between her legs became indistinguishable from another, more pressing moisture. She decided that she really wanted this guy, and there was a way to get closer to him. She just had to figure it out and act upon it.

Taking this opportunity, she bent over, her ass jutting out at Brian, who was pinned against the tall shelf behind him. If only we didn't have our clothes on, she thought. She continued talking about the boring subject matter at hand, and knelt down. She turned to face Brian, and deftly unzipped his jeans while still talking about regular shipments of ketchup. Brian's eyes opened wide, as this was totally unexpected. The hot air swirled around his prick, which was ramrod stiff. Still, the heat from the summer air was nothing

He shot his load deep inside, sending spurt after spurt into her. He could feel her wetness and how tight it felt to be inside of her.

like the moist heat from the insides of her mouth. The silence in the small room was deafening as her talking was interrupted. He felt her tongue swirl around the bottom of his shaft, and he gritted his teeth together to prevent himself from groaning. She bobbed her head on his prick, and thought about how long it was since she had such a good time at work. This time, she couldn't help herself, and she smiled wide. She held him with her hand, and stood up to face him. Her breasts, covered in perspiration heaved with excitement. Her panties felt about three sizes too small, and she wanted them off. He raised her skirt above her waist and nearly broke two fingers trying to pull them down. The rush of air felt very good, but made her want him between her legs. He bent his head down to her breasts, and licked the sweat from them. She reached down, and guided him towards her. She felt

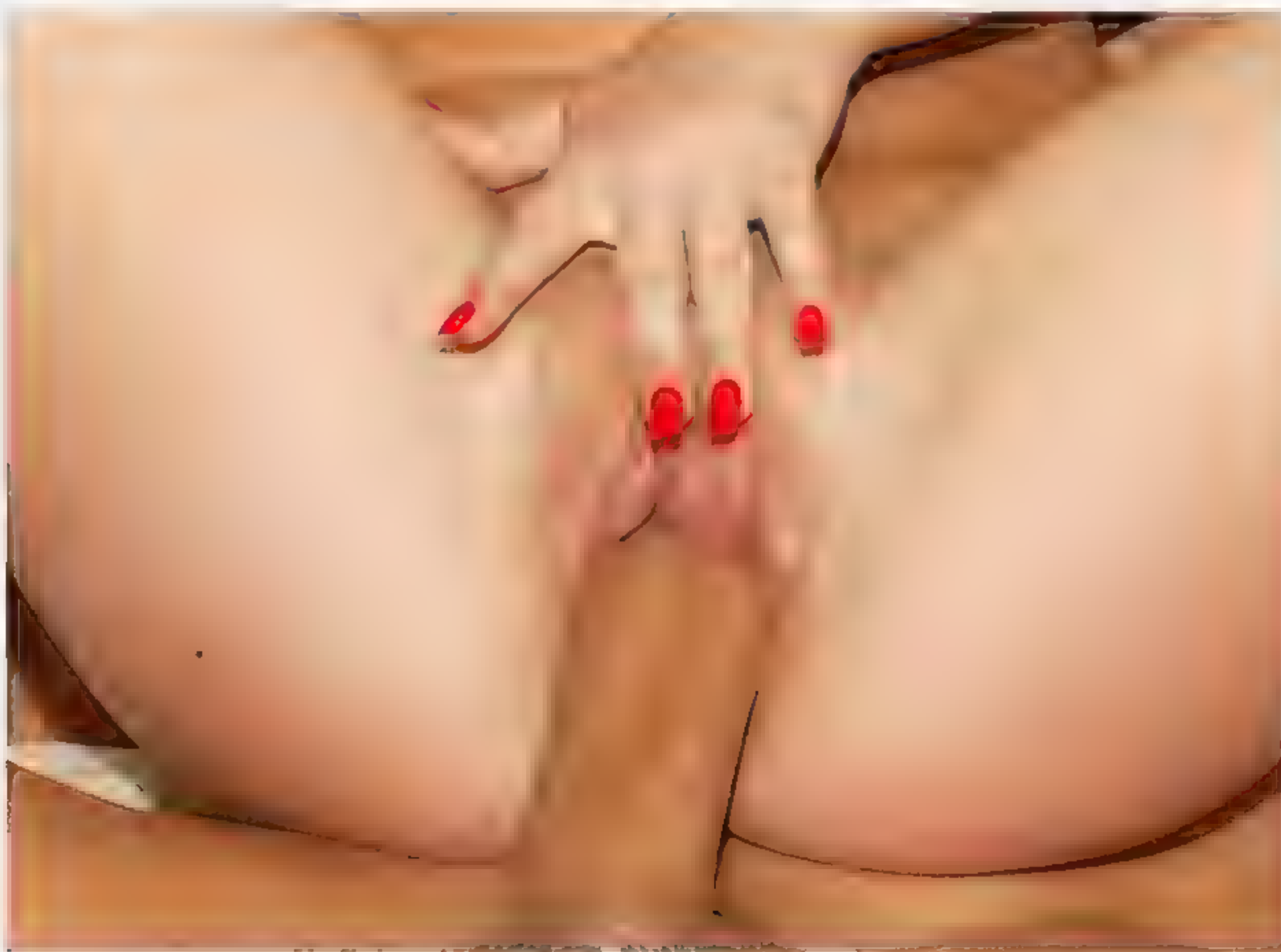
Oh, yes, she thought. This is just what I need. Much better than a cigarette at breaktime. She was primed. All day long she had teased Brian and been teased, and the pressure was building inside of her. She felt it from inside her chest. Brian's tongue licked her nipples, and he moved from one to another. She held the back of his head to her and wanted him to take it all.

Orgasm, the familiar rush began along the insides of her thighs, and traveled up her stomach to her breasts. Not yet, she thought, but at the same time, there was the danger and excitement of getting caught, and that thought increased the onslaught. Inside of her, she felt Brian's impending explosion. She squeezed her muscle walls tighter, and she heard his groan. His hot breath landed on her breasts, and she felt the skin tighten into little goosebumps. Her pussy began to contract more

and more erratically, as Brian's dick bucked wildly. Suddenly, she couldn't control herself anymore, and she felt the runaway train within her arrive. Her legs clamped on Brian, and she held his head with her hands as she rode him on to ecstasy.

Brian felt the tightening muscles, and couldn't hold back. He shot his load deep inside, sending spurt after spurt into her. He could feel her wetness and how tight it felt to be inside of her. Suddenly, they both heard a sound, and scrambled to reach for their clothes and make themselves somewhat more presentable. They looked at each other, and started to laugh.

The left the stockroom spent, but now Brian was well-versed in it's contents, and Sarah was well-versed on Brian. Returning to their posts, they passed each other several times each hour smiling and pinching each other as they passed. Sarah found a new energy at work and Brian found a mentor and a good fuck. Who said the restaurant business was hard. "Work can be fun," she said, and they both laughed out loud.



the head push between her lips, but the angle was too sharp. She pushed him back on to the shelf behind him, and he sat down on one of them. Straddling him, but still standing, she was able to thrust him into her by lowering herself just a little. Once more, Brian kissed her breasts, releasing them from their restrictive bra. Free from the constraints of the cotton, she felt somewhat cooler and yet hotter at the same time.

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AUDREY
TIFFANY

& OTTO

My friend Otto and I met Tiffany at a bar last night. She looked sad and was drinking alone. We went up to her to find out she had just turned 40 and her man left her for an 18 year-old. We laughed and said we'd love to celebrate her birthday with her.



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Audrey Hollander

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We took Tiffany home
and I showed her some
of my toy collection.

She picked the best
dildos I had, but in the
end wanted Otto's cock
in her end. I joined in
especially when he was
in her ass because I
could get to her pussy.

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that night and stayed
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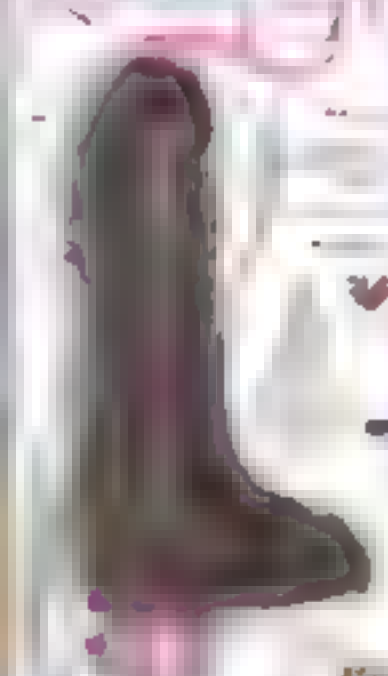
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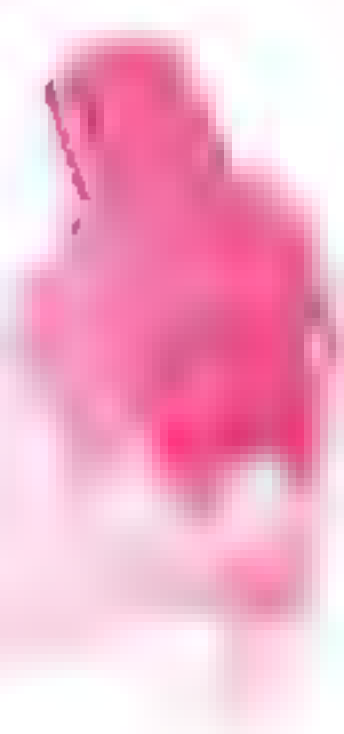


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DESTINY & DARKO

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I was freshening up in the bathroom when Darko comes in and starts kissing and rubbing on me. I went down on him and we started fucking right there. No time for the bedroom, we were both so horny that we couldn't wait. After only fifteen minutes, we both came. It was really hot and sexy and I loved it. He did, too.

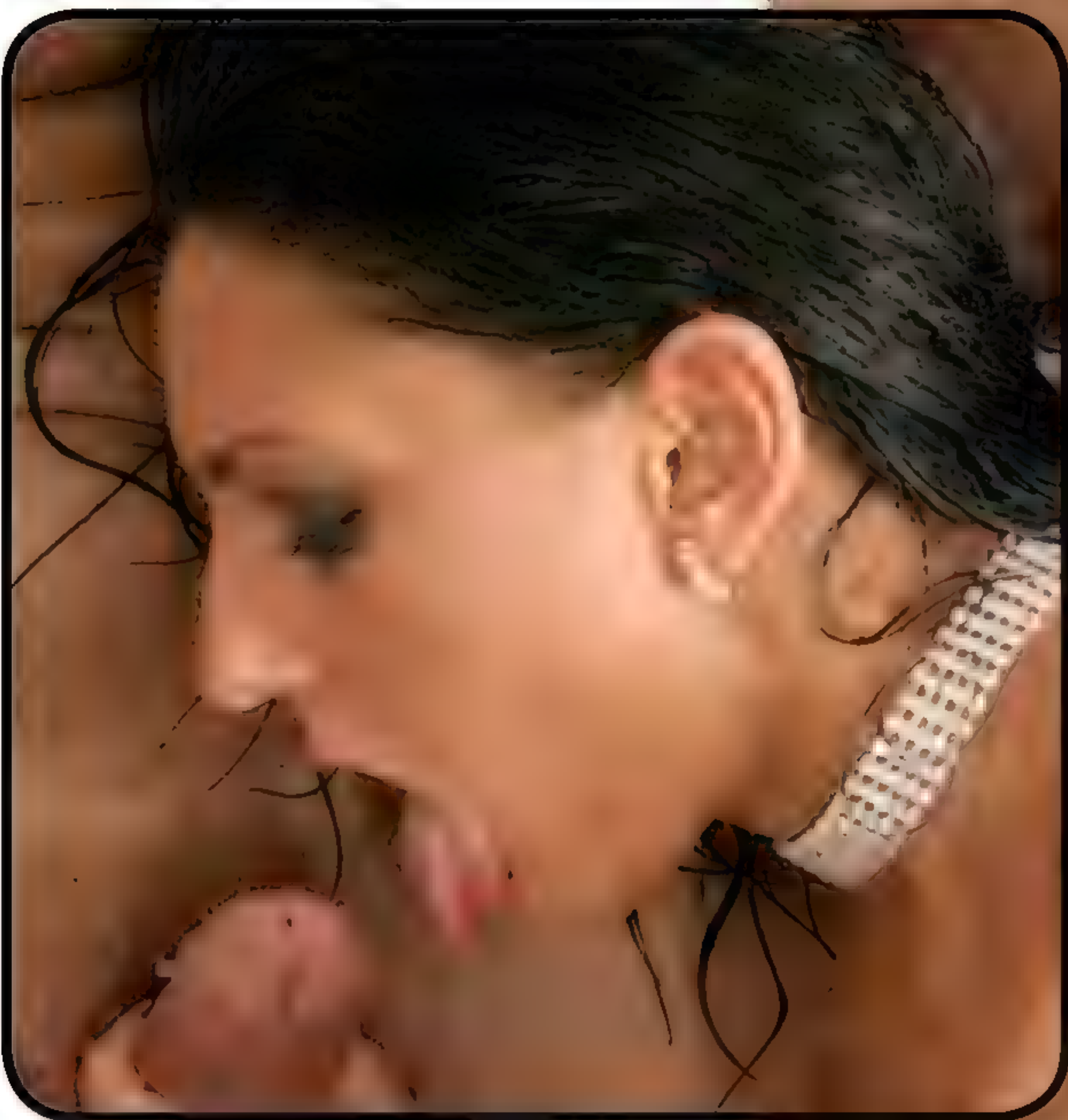
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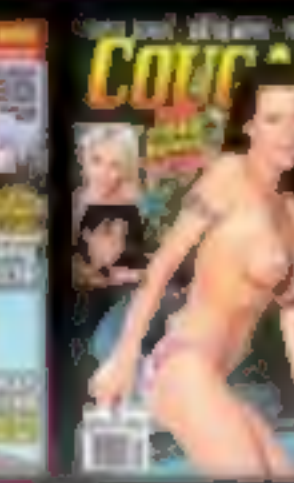
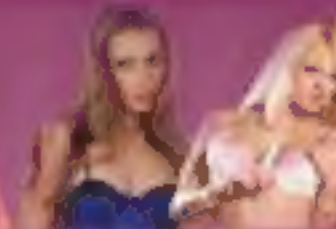
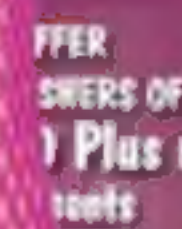
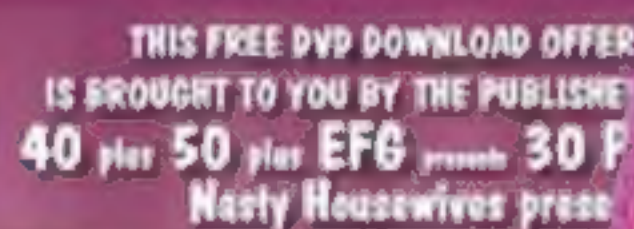
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